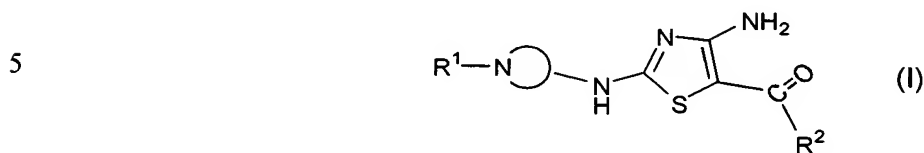


What is claimed is:

1. A compound or a pharmaceutically acceptable salt represented by Formula (I):



wherein:

10 ---N is a nitrogen-containing 3-to 10-membered heterocyclyl ring optionally substituted by one to three substituents selected from R^7 ;

R^1 is:

- 15 i) R^4 ;
 ii) a group having a formula $-\text{SO}_n\text{-T}-(\text{CR}^9\text{R}^{10})_b\text{R}^3$, $-\text{SO}_n-(\text{CR}^9\text{R}^{10})_b\text{-T-R}^3$, $-\text{SO}_n\text{NR}^4\text{C(O)R}^3$, wherein n or b are, independently, 0, 1 or 2 and T is a bond, -O-, -NR⁴-, or -S-; or
 iii) a group having a formula $-\text{C(=O)-R}^3$, $-\text{C(=O)-HC=CH-R}^3$, $-\text{C(=O)NHR}^3$, $-\text{C(=O)NR}^5\text{R}^6$, or $-\text{C(=S)R}^3$;

R^2 is (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, -O-(C₁-C₈)alkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from R^7 ;

20 wherein R^3 is OH, F, Cl, Br, I, CN, CF₃, NO₂, $-(\text{CH}_2)_d\text{NR}^5\text{R}^6$, -O-R⁴, -SO_p-R⁴ wherein p is 0, 1, or 2, -PO_p-R⁴ wherein p is 3 or 4, (C₁-C₈)alkyl, $-(\text{CH}_2)_d(\text{C}_3\text{-C}_{13})\text{cycloalkyl}$, -O-(C₁-C₈)alkyl, $-(\text{CH}_2)_d(\text{C}_6\text{-C}_{10})\text{aryl}$, $-(\text{CH}_2)_d(4\text{-to } 10\text{-membered heterocyclyl})$, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -SO_q-NR⁵R⁶, wherein d is an integer 0 to 6 and q is 1 or 2, -C(=O)-R⁸, -C(O)OR⁸, -C(=O)-NR⁵R⁶;

25 wherein R^4 is selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, $-(\text{CH}_2)_e(\text{C}_3\text{-C}_{13})\text{cycloalkyl}$, $-(\text{CH}_2)_e(\text{C}_6\text{-C}_{10})\text{aryl}$, or $-(\text{CH}_2)_e(4\text{-to } 10\text{-membered heterocyclyl})$;

wherein R^5 is independently H or (C₁-C₈)alkyl;

30 wherein R^6 is selected from the group consisting of $-\text{Si}(\text{CH}_3)_3$, (C₁-C₈)alkyl, -O-(C₁-C₈)alkyl, $-\text{CH}_2\text{-(C=O)-O-(C}_1\text{-C}_8\text{)alkyl}$, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclyl; or R^5 and R^6 when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

35 wherein each (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said R^3 , R^4 , R^5 , R^6 and R^8 may be optionally substituted by one to four R^7 substituents;

wherein R^7 is (C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, 4-to 10-membered heterocyclyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, H, OH, F, Cl, Br, I, CN, CF₃,

amidino, $-\text{C}(\text{O})\text{OR}^9$, $-\text{C}(\text{O})\text{R}^9$, $-\text{SR}^9$, $-\text{SO}_2\text{R}^9$, $-\text{NO}_2$, $-\text{NR}^9\text{C}(\text{O})\text{R}^{10}$, $-\text{OC}(\text{O})\text{R}^9\text{-aryl}$, $-\text{NSO}_2\text{R}^9$, $-\text{SC}(\text{O})\text{R}^9$, $-\text{NC}(=\text{S})\text{NR}^9\text{R}^{10}$, $-\text{O-N}=\text{CR}^9$, $-\text{N}=\text{N-R}^9$, $-\text{C}(\text{O})\text{NR}^9\text{R}^{10}$, $-(\text{CH}_2)_t\text{-NR}^9\text{R}^{10}$, 2- to 10-membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl, $-(\text{CH}_2)_t(\text{C}_6\text{-C}_{10}\text{ aryl})$, $-(\text{CH}_2)_t(4\text{- to } 10\text{- membered heterocyclic})$, $-(2\text{- to } 10\text{- membered heteroalkyl})-(\text{C}_6\text{-C}_{10}\text{ aryl})$, $-(2\text{- to } 10\text{- membered heteroalkyl})-(4\text{- to } 10\text{- membered heterocyclyl})$, $-(\text{CH}_2)_t\text{O}(\text{CH}_2)_u\text{OR}^9$, and $-(\text{CH}_2)_t\text{OR}^9$, wherein t is an integer from 0 to 6 and u is an integer from 2 to 6, H or $(\text{C}_1\text{-C}_8)\text{alkyl}$;

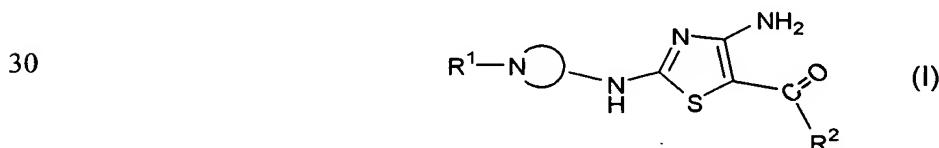
wherein R^8 is selected from the group consisting of H, OH, CF_3 , $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_6)\text{alkenyl}$, $(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{O}-(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$, $-\text{O}-(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$, 4-to 10-membered heterocyclyl, and 4-to 10-membered $-\text{O-heterocyclyl}$;

wherein each R^9 and R^{10} are independently selected from the group consisting of H, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_1\text{-C}_8)\text{alkoxyl}$, $-\text{CH}_2-(\text{C}=\text{O})-\text{O}-(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$, $(\text{C}_6\text{-C}_{10})\text{aryl}$, and 4-to 10-membered heterocyclyl; or R^9 and R^{10} when together attached to the same N, may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring; with the proviso that where R^9 and R^{10} are both attached to the same nitrogen, then R^9 and R^{10} are not both bonded to the nitrogen directly through an oxygen;

wherein any of the ring members of each $(\text{C}_3\text{-C}_{13})\text{cycloalkyl}$ or 4-to 10-membered heterocyclyl in R^3 , R^4 , R^6 , R^7 , R^8 , R^9 and R^{10} may be optionally substituted with an oxo ($=\text{O}$) and wherein any of the $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_6)\text{alkenyl}$, $(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{O}-(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_3\text{-C}_{13})\text{cycloalkyl}$, $(\text{C}_6\text{-C}_{10})\text{aryl}$, and 4-to 10-membered heterocyclyl in R^7 , R^9 and R^{10} may be independently further substituted with at least one OH, F, Cl, Br, I, CN, CF_3 , NO_2 , $-(\text{C}_1\text{-C}_8)\text{alkyl}$, $-(\text{C}_1\text{-C}_8)\text{alkoxyl}$, COH, or $\text{C}(\text{O})-(\text{C}_1\text{-C}_8)\text{alkyl}$.

2. A compound or salt according to claim 1, wherein R^1 is R^4 , optionally substituted by one or more R^9 substituents.

3. A compound or pharmaceutically acceptable salt represented by Formula (I):



wherein:

35 is a nitrogen-containing 3-to 10-membered heterocyclyl ring optionally substituted by one to three substituents selected from R^7 ;

R^1 is a group having a formula $-\text{SO}_n-\text{T}-(\text{CR}^9\text{R}^{10})_b\text{R}^3$, $-\text{SO}_n-(\text{CR}^9\text{R}^{10})_b-\text{T}-\text{R}^3$, $-\text{SO}_n\text{NR}^4\text{C}(\text{O})\text{R}^3$, wherein n or b are, independently, 0, 1 or 2 and T is a bond, $-\text{O}-$, $-\text{NR}^4-$, or $-\text{S}-$; or

R^2 is (C_1-C_8) alkyl, $(\text{C}_3-\text{C}_{10})$ cycloalkyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $(\text{C}_6-\text{C}_{10})$ aryl, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from R^7 ;
 wherein R^3 is OH , F , Cl , Br , I , CN , CF_3 , NO_2 , $-\text{NR}^5\text{R}^6$, $-\text{O}-\text{R}^4$, $-\text{SO}_p-\text{R}^4$ wherein p is 0, 1, or 2, $-\text{PO}_p-\text{R}^4$ wherein p is 3 or 4, (C_1-C_8) alkyl, $-(\text{CH}_2)_d(\text{C}_3-\text{C}_{13})$ cycloalkyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $-(\text{CH}_2)_d(\text{C}_6-\text{C}_{10})$ aryl, $-(\text{CH}_2)_d$ -(4-to 10-membered heterocyclyl), (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $-\text{SO}_q-\text{NR}^5\text{R}^6$, wherein d is an integer 0 to 6 and q is 1 or 2, $-\text{C}(=\text{O})-\text{R}^8$, $-\text{C}(\text{O})\text{OR}^8$, or
 10 $-\text{C}(=\text{O})-\text{NR}^5\text{R}^6$;

wherein R^4 is each independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $-(\text{CH}_2)_e(\text{C}_3-\text{C}_{13})$ cycloalkyl, $-(\text{CH}_2)_e(\text{C}_6-\text{C}_{10})$ aryl, or $-(\text{CH}_2)_e$ -(4-to 10-membered heterocyclyl);

wherein R^5 is independently H or (C_1-C_8) alkyl;

15 wherein R^6 is selected from the group consisting of $-\text{Si}(\text{CH}_3)_3$, (C_1-C_8) alkyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $-\text{CH}_2-(\text{C}=\text{O})-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $(\text{C}_3-\text{C}_{10})$ cycloalkyl, $(\text{C}_6-\text{C}_{10})$ aryl, and 4-to 10-membered heterocyclyl; or R^5 and R^6 when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

wherein each (C_1-C_8) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $(\text{C}_3-\text{C}_{13})$ cycloalkyl, $(\text{C}_6-\text{C}_{10})$ aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said R^3 , R^4 , R^5 , R^6 and R^8 may be optionally substituted by one to four R^7 substituents;

wherein R^7 is (C_1-C_8) alkyl, $(\text{C}_3-\text{C}_{13})$ cycloalkyl, $(\text{C}_6-\text{C}_{10})$ aryl, 4-to 10-membered heterocyclyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, H , OH , F , Cl , Br , I , CN , CF_3 , amidino, $-\text{C}(\text{O})\text{OR}^9$, $-\text{C}(\text{O})\text{R}^9$, $-\text{SR}^9$, $-\text{SO}_2\text{R}^9$, $-\text{NO}_2$, $-\text{NR}^9\text{C}(\text{O})\text{R}^{10}$, $-\text{OC}(\text{O})\text{R}^9$ -aryl, $-\text{NSO}_2\text{R}^9$,
 25 $-\text{SC}(\text{O})\text{R}^9$, $-\text{NC}(=\text{S})\text{NR}^9\text{R}^{10}$, $-\text{O}-\text{N}=\text{CR}^9$, $-\text{N}=\text{N}-\text{R}^9$, $-\text{C}(\text{O})\text{NR}^9\text{R}^{10}$, $-(\text{CH}_2)_t-\text{NR}^9\text{R}^{10}$, 2 to 10 membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl, $-(\text{CH}_2)_t(\text{C}_6-\text{C}_{10})$ aryl, $-(\text{CH}_2)_t$ -(4 to 10 membered heterocyclic), $-(2$ to 10 membered heteroalkyl)- $(\text{C}_6-\text{C}_{10})$ aryl, $-(2$ to 10 membered heteroalkyl)- $(4$ to 10 membered heterocyclyl), $-(\text{CH}_2)_t\text{O}(\text{CH}_2)_u\text{OR}^9$, and $-(\text{CH}_2)_t\text{OR}^9$, wherein t is an integer from 0 to 6 and u is an integer
 30 from 2 to 6, H or (C_1-C_8) alkyl;

wherein R^8 is selected from the group consisting of H , OH , CF_3 , (C_1-C_8) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, $-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $(\text{C}_3-\text{C}_{10})$ cycloalkyl, $-\text{O}-(\text{C}_3-\text{C}_{10})$ cycloalkyl, 4-to 10-membered heterocyclyl, and 4-to 10-membered $-\text{O}$ -heterocyclyl;

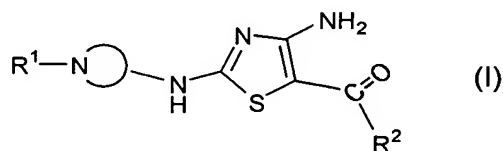
wherein each R^9 and R^{10} are independently selected from the group consisting of H ,
 35 (C_1-C_8) alkyl, (C_1-C_8) alkoxyl, $-\text{CH}_2-(\text{C}=\text{O})-\text{O}-(\text{C}_1-\text{C}_8)$ alkyl, $(\text{C}_3-\text{C}_{10})$ cycloalkyl, $(\text{C}_6-\text{C}_{10})$ aryl, and 4-to 10-membered heterocyclyl; or R^9 and R^{10} when together attached to the same N , may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl

ring; with the proviso that where R^9 and R^{10} are both attached to the same nitrogen, then R^9 and R^{10} are not both bonded to the nitrogen directly through an oxygen;

wherein any of the ring members of each (C₃-C₁₃)cycloalkyl or 4-to 10-membered heterocyclyl in R^3 , R^4 , R^6 , R^7 , R^8 , R^9 and R^{10} may be optionally substituted with an oxo (=O)

5 and wherein any of the (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclyl in R^7 , R^9 and R^{10} may be independently further substituted with at least one OH, F, Cl, Br, I, CN, CF₃, NO₂, -(C₁-C₈)alkyl, -(C₁-C₈)alkoxy, COH, or C(O)-(C₁-C₈)alkyl).

10 4. A compound or pharmaceutically acceptable salt represented by Formula (I):



15

wherein:

—N \bigcirc is a nitrogen-containing 3-to 10-membered heterocyclyl ring optionally substituted by one to three substituents selected from R^7 ;

20 R^1 is a group having a formula $-C(=O)-R^3$, $-C(=O)-HC=CH-R^3$, $-C(=O)NHR^3$, $-C(=O)NR^5R^6$ or $-C(=S)R^3$;

R^2 is (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, -O-(C₁-C₈)alkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclyl, optionally substituted by one to four substituents selected from R^7 ;

25 wherein R^3 is OH, F, Cl, Br, I, CN, CF₃, NO₂, $-NR^5R^6$, $-OR^4$, $-SO_p-R^4$ wherein p is 0, 1, or 2, $-PO_p-R^4$ wherein p is 3 or 4, (C₁-C₈)alkyl, $-(CH_2)_d$ -(C₃-C₁₃)cycloalkyl, -O-(C₁-C₈)alkyl, $-(CH_2)_d$ -(C₆-C₁₀)aryl, $-(CH_2)_d$ -(4-to 10-membered heterocyclyl), (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, $-SO_q-NR^5R^6$, wherein d is an integer 0 to 6 and q is 1 or 2, $-C(=O)-R^8$, $-C(O)OR^8$, or $-C(=O)-NR^5R^6$;

30 wherein R^4 is each independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, $-(CH_2)_e$ -(C₃-C₁₃)cycloalkyl, $-(CH_2)_e$ -(C₆-C₁₀)aryl, or $-(CH_2)_e$ -(4-to 10-membered heterocyclyl);

wherein R^5 is independently H or (C₁-C₈)alkyl;

35 wherein R^6 is selected from the group consisting of $-\text{Si}(\text{CH}_3)_3$, (C₁-C₈)alkyl, -O-(C₁-C₈)alkyl, $-\text{CH}_2-\text{C}(=\text{O})-\text{O}-(\text{C}_1-\text{C}_8)\text{alkyl}$, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclyl; or R^5 and R^6 when attached to the same nitrogen may optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl ring;

wherein each (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclyl, in the above definitions of said R³, R⁴, R⁵, R⁶ and R⁸ may be optionally substituted by one to four R⁷ substituents;

wherein R⁷ is (C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, 4-to 10-membered
 5 heterocyclyl, (C₂-C₆) alkenyl, (C₂-C₆) alkynyl, -O-(C₁-C₈)alkyl, H, OH, F, Cl, Br, I, CN, CF₃,
 amidino, -C(O)OR⁹, -C(O)R⁹, -SR⁹, -SO₂R⁹, -NO₂, -NR⁹C(O)R¹⁰, -OC(O)R⁹-aryl, -NSO₂R⁹,
 -SC(O)R⁹, -NC(=S)NR⁹R¹⁰, -O-N=CR⁹, -N=N-R⁹, -C(O)NR⁹R¹⁰, -(CH₂)_t-NR⁹R¹⁰, 2- to 10-
 membered heteroalkyl, 3- to 10- membered heteroalkenyl, 3- to 10- membered heteroalkynyl,
 -(CH₂)_t(C₆-C₁₀ aryl), -(CH₂)_t(4 to 10 membered heterocyclic), -(2 to 10 membered heteroalkyl)-
 10 (C₆-C₁₀ aryl), -(2 to 10 membered heteroalkyl)-(4 to 10 membered heterocyclyl),
 -(CH₂)_tO(CH₂)_uOR⁹, and -(CH₂)_tOR⁹, wherein t is an integer from 0 to 6 and u is an integer
 from 2 to 6, H or (C₁-C₈)alkyl;

wherein R⁸ is selected from the group consisting of H, OH, CF₃, (C₁-C₈)alkyl, (C₂-
 C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, -O-(C₃-C₁₀)cycloalkyl, 4-to 10-
 15 membered heterocyclyl, and 4-to 10-membered -O-heterocyclyl;

wherein each R⁹ and R¹⁰ are independently selected from the group consisting of H,
 (C₁-C₈)alkyl, (C₁-C₈)alkoxyl, -CH₂-(C=O)-O-(C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, and
 4-to 10-membered heterocyclyl; or R⁹ and R¹⁰ when together attached to the same N, may
 optionally be taken together with the same nitrogen to form a 5-to 10-membered heterocyclyl
 20 ring; with the proviso that where R⁹ and R¹⁰ are both attached to the same nitrogen, then R⁹
 and R¹⁰ are not both bonded to the nitrogen directly through an oxygen;

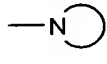
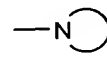
wherein any of the ring members of each (C₃-C₁₃)cycloalkyl or 4-to 10-membered
 heterocyclyl in R³, R⁴, R⁶, R⁷, R⁸, R⁹ and R¹⁰ may be optionally substituted with an oxo (=O)
 and wherein any of the (C₁-C₈)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, -O-(C₁-C₈)alkyl,
 25 (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, and 4-to 10-membered heterocyclyl in R⁷, R⁹ and R¹⁰ may be
 independently further substituted with at least one OH, F, CL, Br, I, CN, CF₃, NO₂, -(C₁-
 C₈)alkyl, -(C₁-C₈) alkoxyl, COH, or C(O)-(C₁-C₈)alkyl).

5. A compound or salt according to claim 3, wherein R¹ is -SO_n-T-R³, T is as defined
 30 above and R³ is a 4-to 10-membered heterocyclic, optionally substituted by one to four
 substituents selected from R⁷.

6. A compound or salt according to claim 3, wherein T is a bond, R³ is a 4-to 10-
 membered heterocyclic and R⁷ is an -(C₁-C₈)alkyl.

35 7. A compound or salt according to claim 4, wherein R³ is a -(CH₂)_d(C₃-C₁₃)cycloalkyl,
 -O-(C₁-C₈)alkyl, -(CH₂)_d-(C₆-C₁₀)aryl, -(CH₂)_d-(4-to 10-membered heterocyclyl), wherein each

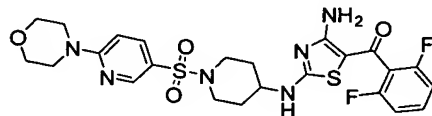
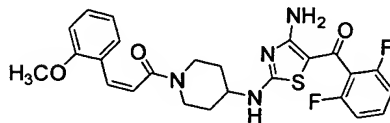
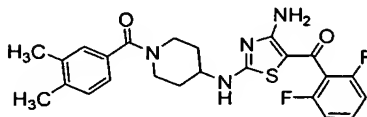
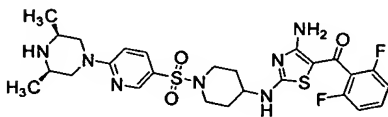
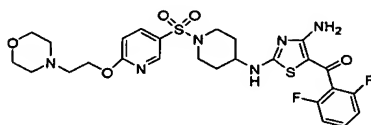
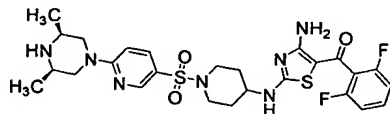
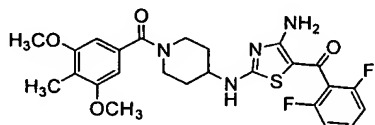
R^3 (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclic may be optionally substituted by one to four R^7 substituents.

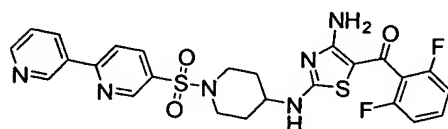
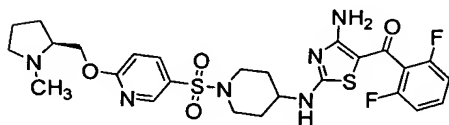
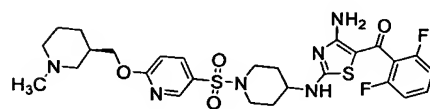
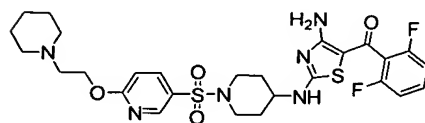
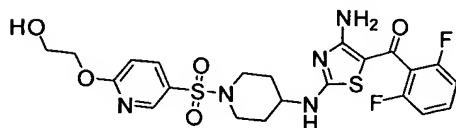
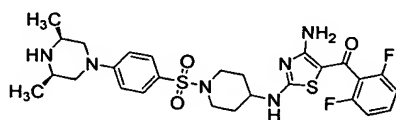
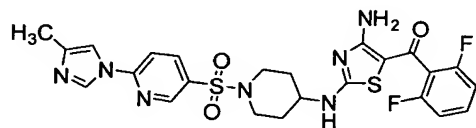
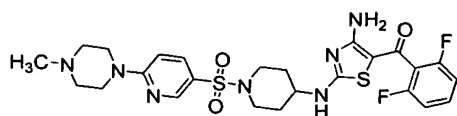
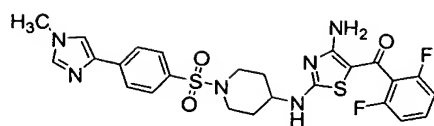
8. A compound or salt according to claim 3, wherein T is a bond, R^3 is a 5-membered heterocyclyl; and R^7 is (C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclyl, -O-(C₁-C₈)alkyl, (C₂-C₆)alkenyl, or (C₂-C₆)alkynyl; wherein each (C₁-C₈)alkyl, (C₃-C₁₃)cycloalkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclyl, -O-(C₁-C₈)alkyl, (C₂-C₆)alkenyl, or (C₂-C₆)alkynyl may be independently optionally substituted with at least one OH, F, Cl, Br, I, CN, CF₃, NO₂, -(C₁-C₈)alkyl, -(C₁-C₈)alkoxyl, COH, or C(O)-(C₁-C₈)alkyl).
9. A compound or salt according to claim 4, wherein R^3 is a 5-membered heteroaryl; and R^7 is (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclyl, -O-(C₁-C₈)alkyl, (C₂-C₆)alkenyl, or (C₂-C₆)alkynyl; wherein each (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, or 4-to 10-membered heterocyclyl, (C₁-C₈)alkyl-O-, (C₂-C₆)alkenyl, or (C₂-C₆)alkynyl may be optionally substituted with at least one OH, F, Cl, Br, I, CN, CF₃, NO₂, -(C₁-C₈)alkyl, -(C₁-C₈)alkoxyl, COH, or C(O)-(C₁-C₈)alkyl);
10. A compound or salt according to claim 1, wherein R^2 is a 4- to 10- membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.
11. A compound or salt according to claim 3, wherein the group:  is a nitrogen-containing 4-6 membered heterocyclyl ring optionally substituted with (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, or 4- to 10-membered heterocyclyl; and R^2 is a (C₆-C₁₀)aryl, or a 4- to 10-membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.
12. A compound or salt according to claim 4, wherein the group:  is a nitrogen-containing 4-6 membered heterocyclyl ring optionally substituted by (C₁-C₈)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, or 4- to 10-membered heterocyclyl; and R^2 is a (C₆-C₁₀)aryl or 4- to 10-membered heterocyclyl having one or more substituents selected from the group consisting of F, Cl, Br, I.
13. A pharmaceutical composition comprising an amount of active agent effective to modulate cellular proliferation and a pharmaceutically acceptable carrier, said active agent being selected from the group consisting of a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition comprising an amount of active agent effective to inhibit protein kinases and a pharmaceutically acceptable carrier, said active agent being selected from the group consisting of a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof.

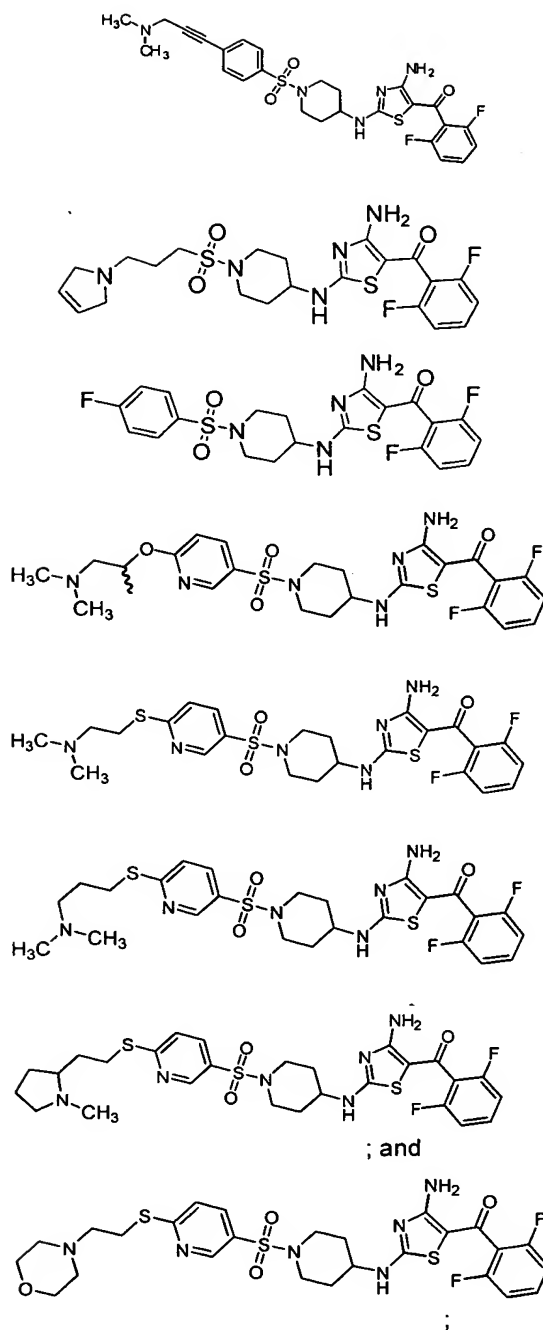
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15. A compound selected from the group consisting of:





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or a pharmaceutically acceptable salt of such compound.